



RECEIVED

2004 JUN -7 AM 11:03

T.R.A. DOCKET ROOM

May 11, 2004

Office of the Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

DOCKET NO.

04-00164

Re: Application of ComTech21, LLC and Cybertel Communications
for Approval of Transfer of Assets

To Whom It May Concern:

Enclosed on behalf of ComTech21, LLC ("ComTech21") and Cybertel Communications are an original and four (4) copies of the parties Notification of a Transfer of Assets. Also enclosed is the Proposal and Advice Letter Filing Summary

Please date-stamp the Receipt copy of this filing and return it in the self-addressed, stamped envelope. Please refer all questions to Sonja Johnson-Byers Director - Regulatory Compliance at 203-679-7257.

Respectfully Submitted

Marie Marcarelli
EVP

Enclosures

**BEFORE THE
STATE OF TENNESSEE
REGULATORY AUTHORITY**

Application of ComTech21, LLC)
For Approval of a Transaction Whereby Cybertel)
Transfers Its Customers to ComTech21, LLC)

Case No. _____

APPLICATION TO TRANSFER CUSTOMER BASE

ComTech21, LLC, d/b/a/ ComTech21 hereby requests approval of a transaction whereby ComTech21, LLC ("ComTech21") will acquire "Cybertel Communications" customers. Cybertel Communications will transfer its customers to ComTech21, and ComTech21 requests a waiver of the applicable subscriber authorization and verification requirements for the change of customers' primary interexchange carrier.¹ Cybertel Communications² and ComTech21³ are nondominant interexchange carriers authorized by this Commission to provide interexchange telecommunications services in the State of Tennessee.

ComTech21 respectfully requests expedited treatment of this Application. In support of their request, ComTech21 and Cybertel Communications provide the following information

¹ Concurrent with this filing, ComTech21 has petitioned the Federal Communications Commission to grant a limited waiver of its subscriber carrier selection rules (47 C.F.R. §§64.1100 through 64.1190 (2000)) and relevant Orders to the extent necessary to permit Cybertel to transfer its customers to ComTech21's customer base without first obtaining the customers' authorization and verification.

² Cybertel is authorized to operate as a switchless reseller of interexchange telephone service pursuant to the Authority's certification letter issued on January 12, 1999 / Docket No. 98-00526.

³ ComTech21 is authorized as reseller of all forms of telecommunications services pursuant to Authority's Order issued on February 18, 2003 / Case No. 00-000732

: THE PARTIES

A. Comtech21, LLC

ComTech21 is a Delaware limited liability company. ComTech21 maintains its principal office at One Barnes Park South, Wallingford, Connecticut 06492.

ComTech21 is authorized to provide intrastate resold interexchange telecommunications services in more than 48 states. ComTech21 provides interexchange telecommunications services in the State of Tennessee pursuant to the Certificate of Public Convenience and Necessity issued by the Authority on February 18, 2003.⁴ ComTech21 is authorized by the Federal Communications Commission ("FCC") to provide international switched and private line telecommunications services between the United States and various international points.⁵

ComTech21 is an experienced and duly certified telecommunications carrier and has sufficient managerial and financial qualifications to acquire the customer assets of Cybertel Communications and to ensure the uninterrupted provision of telecommunications services. Further information concerning ComTech21's managerial, technical, and financial qualifications to provide telecommunications services were filed with ComTech21's application for certification in Tennessee, and is incorporated herein by reference.

⁴ See *supra* note 3

⁵ ComTech21 holds Section 214 global resale and facilities-based authority pursuant to Section 214 of the Communications Act of 1934, as amended FCC File No ITC-214-20000419-00289, Public Notice Report No TEL-00242 (May 24, 2000)

B. Cybertel Communications Company

Cybertel Communications is a Delaware corporation with principal offices located at 2820 La Mirada Suite H Vista, CA 92083 currently provides intrastate interexchange telecommunications service in Tennessee, pursuant to authority issued by the Tennessee Regulatory Authority.

II DESIGNATED CONTACTS

The designated contacts for questions concerning this Application are:

Sonja Johnson-Byers

Director – Regulatory Compliance

ComTech21, LLC

One Barnes Park South

Wallingford, CT. 06492

203-679-7290

With a copy to:

Marie Marcarelli

Executive Vice President

ComTech21, LLC

One Barnes Park South

Wallingford, CT 06492

203-679-7201

II. THE TRANSACTION

Pursuant to an agreement executed between ComTech21 and Cybertel Communications, Cybertel Communications has agreed to divest certain retail assets. The parties intend to transfer Cybertel Communications customers to ComTech21. CYBERTEL COMMUNICATIONS intends to migrate approximately Fifty-Two (52) customers to ComTech21 in the State of Tennessee. ComTech21 will provide interexchange service to these customers under the same or better rates as provided by Cybertel Communications. Because ComTech21 is already authorized to provide long distance services in the State of Tennessee, the transfer of Cybertel Communications long distance customers will proceed following the Authority's approval of this Application.

ComTech21 requests authority to transfer Cybertel Communications customers to ComTech21, and ComTech21 requests a waiver of the applicable carrier change authorization and verification rules. Upon Authority approval of this Application, but prior to the transfer of Cybertel Communications customers to ComTech21, ComTech21 will provide notice to these customers of the change in their interexchange service provider. These customers will be notified via a letter that states: (a) the quality of service to the customers will remain the same and that ComTech21 will continue to provide service to the customers with the same or better services and rates currently provided to them by Cybertel Communications; (b) the customers have the right to switch to the interexchange carrier of their choice; (c) ComTech21 will reimburse customers for any primary interexchange carrier ("PIC") change charges if imposed by local exchange carriers ("LEC") in connection with this transaction; and (d) the customers may contact ComTech21 via a toll-free number with any questions regarding the switch over.

ComTech21 will also amend its tariff, if necessary, to include the applicable Cybertel Communications services and rates for these customers. After the consummation of the transfer, ComTech21 will send another notification letter welcoming customers and reiterating statements (a) through (d) above. Therefore, the transaction will be completely transparent to customers and will not involve a change in the manner or quality in which Cybertel Communications customers will receive their telecommunications services.

As such, this transaction will neither disrupt the service nor cause inconvenience or confusion to Cybertel Communications customers. Similarly, the proposed transaction will have no effect on the operation of ComTech21, which will continue providing intrastate interexchange telecommunications services to customers pursuant to its existing Tennessee authorization.

III. PUBLIC INTEREST CONSIDERATIONS

Telecommunications customers and the general public will realize significant benefits from the transfer of Cybertel Communication's customer base to ComTech21. Approval of the proposed transaction will service the public interest by allowing Cybertel Communication's customers to continue to receive service, under the same or better rates than those they currently enjoy. The customers will be sufficiently notified of the transaction and their rights before and after the transaction. As a result of the transfer, there is no change in the quality of service provided to customers and the customers are protected because they are being served by an experienced and qualified carrier. Hence, the public interest is served by ComTech21's provision of interexchange service to the transferred Cybertel Communications customers.

IV. CONCLUSION

WHEREFORE, ComTech21 respectfully requests that the Authority approve the proposed transfer of Cybertel Communication's customer assets to ComTech21, and grant all other relief as necessary and appropriate to effectuate the proposed transaction described herein.

Respectfully submitted,

A handwritten signature in cursive script, reading "Marie Marcarelli". The signature is written in black ink and is positioned above the printed name.

Marie Marcarelli

EVP

ComTech21, LLC

VERIFICATION

I, Marie Marcarelli, declare under penalty of perjury, that I am the Executive Vice President of ComTech21, LLC ("ComTech21), in this proceeding; that I am authorized to make this verification on behalf of ComTech21, that I have read the foregoing Application and that facts stated therein are true and correct to the best of my knowledge, information and belief.

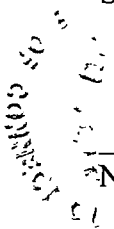
Marie Marcarelli

Marie Marcarelli

Executive Vice President

ComTech21, LLC

Sworn to and subscribed before me this 18th day of May, 2004.



Marion J. De Nicol

Notary Public

My Commission Expires:

May 31, 2006